

SUN MICROSYSTEMS, INC.

Form 4

August 20, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fowler John F

2. Issuer Name **and** Ticker or Trading
Symbol
SUN MICROSYSTEMS, INC.
[JAVA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

4150 NETWORK CIRCLE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Systems Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/18/2008		S ⁽³⁾	39,455 D	\$ 10.6745	120,141 ⁽²⁾ D	
Common Stock					2,458	I	Shares held by wife.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 74.32					<u>(1)</u>	04/18/2009	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 31.64					<u>(1)</u>	09/27/2009	Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 50.36					<u>(1)</u>	11/07/2009	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 50.36					<u>(1)</u>	11/07/2009	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 36.56					<u>(1)</u>	03/19/2010	Common Stock	50
Employee Stock Option (Right to Buy)	\$ 36.56					<u>(1)</u>	03/19/2010	Common Stock	1,250
Employee Stock	\$ 14.8					<u>(1)</u>	07/25/2010	Common Stock	2,000

Option (Right to Buy)						
Employee Stock Option (Right to Buy)	\$ 14.8	<u>(1)</u>	07/25/2010	Common Stock	6,720	
Employee Stock Option (Right to Buy)	\$ 16.8	<u>(1)</u>	05/21/2011	Common Stock	7,500	
Employee Stock Option (Right to Buy)	\$ 16.832	<u>(1)</u>	11/13/2011	Common Stock	6,250	
Employee Stock Option (Right to Buy)	\$ 15.16	<u>(1)</u>	07/29/2012	Common Stock	75,000	
Employee Stock Option (Right to Buy)	\$ 15.4	<u>(1)</u>	07/28/2013	Common Stock	75,000	
Employee Stock Option (Right to Buy)	\$ 17.04	<u>(1)</u>	07/27/2014	Common Stock	125,000	
Employee Stock Option (Right to Buy)	\$ 20.4	<u>(1)</u>	07/31/2015	Common Stock	106,250	
Employee Stock Option (Right to Buy)	\$ 74.32	<u>(1)</u>	04/18/2009	Common Stock	375	
Employee Stock Option	\$ 36.56	<u>(1)</u>	03/19/2010	Common Stock	50	

(Right to
Buy)

Employee
Stock

Option \$ 14.8

(Right to
Buy)

(1)

07/25/2010

Common
Stock

750

Employee
Stock

Option \$ 15.76

(Right to
Buy)

(1)

09/17/2012

Common
Stock

750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fowler John F 4150 NETWORK CIRCLE SANTA CLARA, CA 95054	EVP, Systems Group

Signatures

/s/ John F. 08/18/2008
Fowler

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This option vests and becomes exercisable in five equal annual installments beginning on the first anniversary of the date of grant.

(2) This includes 2,063 shares of unvested restricted stock and 118,078 shares of unvested restricted stock units.

(3) The sales prices for this transaction ranged from \$10.67 to \$10.68. The issuer will provide full information regarding the number of shares sold at each separate price upon request by the Commission staff.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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